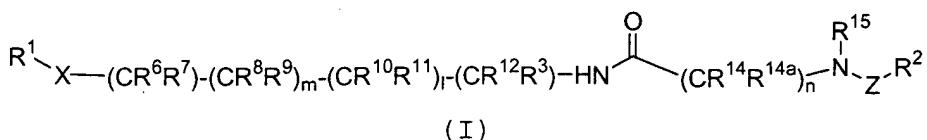


1. (CURRENTLY AMENDED) A compound of Formula (I)



5 or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, $-\text{C}(\text{O})-$, $-\text{C}(\text{O})\text{NH}-$, $-\text{C}(\text{S})\text{NH}-$, $-\text{SO}_2-$, and $-\text{SO}_2\text{NH}-$;

10

X is selected from $-\text{NR}^{17}-$, $-\text{O}-$, and $-\text{CHR}^{16}\text{NR}^{17}-$;

R¹ is selected from a C₆-10 aryl group substituted with 0-5 R⁴;

15

R² is selected from a C₆-10 aryl group substituted with 0-5 R⁵;

R³ is selected from H, $(\text{CRR})_q\text{OH}$, $(\text{CRR})_q\text{SH}$, $(\text{CRR})_q\text{OR}^{3d}$,

20 $(\text{CRR})_q\text{S}(\text{O})_p\text{R}^{3d}$, $(\text{CRR})_r\text{C}(\text{O})\text{R}^{3b}$, $(\text{CRR})_q\text{NR}^{3a}\text{R}^{3a}$,

$(\text{CRR})_r\text{C}(\text{O})\text{NR}^{3a}\text{R}^{3a}$, $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{3a}\text{OR}^{3d}$,

$(\text{CRR})_q\text{SO}_2\text{NR}^{3a}\text{R}^{3a}$, $(\text{CRR})_r\text{C}(\text{O})\text{OR}^{3d}$, a $(\text{CRR})_r\text{-C}_{3-10}$

carbocyclic residue substituted with 0-5 R^{3e}, and a $(\text{CRR})_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

25

~~with the proviso that R³ is not H if R⁶ is H;~~

30 R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl

substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted with 0-3 R^{3e}, C₃₋₈ alkynyl substituted with 0-3 R^{3e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

10 R^{3b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

15 R^{3c} is independently selected from -C(O)R^{3b}, -C(O)OR^{3d}, -C(O)NR^{3f}R^{3f}, and (CH₂)_rphenyl;

20 R^{3d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{3e}, C₃₋₆ alkenyl substituted with 0-3 R^{3e}, C₃₋₆ alkynyl substituted with 0-3 R^{3e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

R^{3f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

10 R, at each occurrence, is independently selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, $(CHR)_rC(O)NR^{3a}R^{3a}$, and $(CHR)_rC(O)OR^{3d}$, and $(CH_2)_r$ phenyl substituted with R^{3e} ;

15 R^4 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$,
20 $(CR'R')_rS(CR'R')_rR^{4d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$,
 $(CR'R')_rC(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)(CR'R')_rR^{4b}$, $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$,
25 $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$, $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$, $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$,
 $(CR'R')_rS(O)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl

substituted with 0-3 R', and (CR'R')_rphenyl
substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join
5 to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1R^{4g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
10 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
15 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
20 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted
with 0-3 R^{4e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
25 R^{4e};

R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
30 substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6
membered heterocyclic system containing 1-4

heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

5 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

10 R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

15 R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

20 R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b}, CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, 25 (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{5e};

AMENDMENTS TO THE CLAIMS

alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

5 R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered 10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

15 R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

25 R^{5d}, at each occurrence, is independently selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system 30 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e};

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and (CH₂)_rphenyl;

R^{5f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

10 R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d}, -C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

R', at each occurrence, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with

0-5 R^{6e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

5 R^{6b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e} , C_{2-8} alkenyl substituted with 0-3 R^{6e} , C_{2-8} alkynyl substituted with 0-3 R^{6e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{6e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

10 R^{6d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-6} alkenyl substituted with 0-3 R^{6e} , C_{3-6} alkynyl substituted with 0-3 R^{6e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

15 R^{6e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_r$ phenyl;

20 R^{6f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$,
 $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$,
 $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$,
5 $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r-C_{3-10}$
carbocyclic residue substituted with 0-5 R^{6e} ;

R^7 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6}
alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$,
10 $(CRR)_qS(O)_pR^{7d}$, $(CRR)_rC(O)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$,
 $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rC(O)NR^{7a}OR^{7d}$,
 $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(O)OR^{7d}$, a $(CRR)_r-C_{3-10}$
carbocyclic residue substituted with 0-5 R^{7e} , and
a $(CRR)_r-5-10$ membered heterocyclic system
15 containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{7e} ;

R^{7a} , at each occurrence, is independently selected from
H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e} ,
20 C_{3-8} alkenyl substituted with 0-3 R^{7e} , C_{3-8} alkynyl
substituted with 0-3 R^{7e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a
 $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with
0-5 R^{7e} , and a $(CH_2)_r-5-10$ membered heterocyclic
system containing 1-4 heteroatoms selected from N,
25 O, and S, substituted with 0-3 R^{7e} ;

R^{7b} , at each occurrence, is independently selected from
 C_{1-6} alkyl substituted with 0-3 R^{7e} , C_{2-8} alkenyl
substituted with 0-3 R^{7e} , C_{2-8} alkynyl substituted

with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted 5 with 0-3 R^{7e};

R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ 10 carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

15 R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₂₀ 5 alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

25 R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ 30 carbocyclic residue substituted with 0-5 R^{8e}, and

a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

5 R^{8a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

15 R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

20 R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

10

R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d}, (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d}, (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d}, (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d}, (CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

R^{9a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl

substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

5 R^{9b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

10 15 R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

20 25 30 R^{9e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{9f}R^{9f}, and (CH₂)_rphenyl;

R^{9f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$,
5 $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$,
 $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$,
 $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r-C_{3-10}$
carbocyclic residue substituted with 0-5 R^{10e} , and
10 a $(CRR)_r-5-10$ membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{10e} ;

R^{10a} , at each occurrence, is independently selected
15 from H, methyl, C_{2-6} alkyl substituted with 0-3
 R^{10e} , C_{3-8} alkenyl substituted with 0-3 R^{10e} , C_{3-8}
alkynyl substituted with 0-3 R^{10e} , $(CH_2)_rC_{3-6}$
cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue
substituted with 0-5 R^{10e} , and a $(CH_2)_r-5-10$
20 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{10e} ;

R^{10b} , at each occurrence, is independently selected
25 from C_{1-6} alkyl substituted with 0-3 R^{10e} , C_{2-8}
alkenyl substituted with 0-3 R^{10e} , C_{2-8} alkynyl
substituted with 0-3 R^{10e} , a $(CH_2)_r-C_{3-6}$
carbocyclic residue substituted with 0-2 R^{10e} , and
a $(CH_2)_r-5-6$ membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

5 R^{10d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{10e}, C₃₋₆ alkenyl substituted with 0-3 R^{10e}, C₃₋₆ alkynyl substituted with 0-3 R^{10e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{10e}, and a (CH₂)_r-5-6 membered heterocyclic system
10 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};

15 R^{10e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{10f}R^{10f}, and (CH₂)_rphenyl;

20 R^{10f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

25 R^{10g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{10d}, (CHR)_qS(O)_pR^{10d}, (CHR)_rC(O)R^{10b}, (CHR)_qNR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}R^{10a}, (CHR)_rC(O)NR^{10a}OR^{10d}, (CHR)_qSO₂NR^{10a}R^{10a}, (CHR)_rC(O)OR^{10d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e};

R^{11} , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

10

R^{11a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-8} alkenyl substituted with 0-3 R^{11e} , C_{3-8} alkynyl substituted with 0-3 R^{11e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

15

R^{11b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e} , C_{2-8} alkenyl substituted with 0-3 R^{11e} , C_{2-8} alkynyl substituted with 0-3 R^{11e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{11e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

20

25

R^{11d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-6} alkenyl substituted with 0-3 R^{11e} , C_{3-6} alkynyl substituted with 0-3 R^{11e} , a C_{3-10} 5 carbocyclic residue substituted with 0-3 R^{11e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

10 R^{11e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$ phenyl;

15 R^{11f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

20 R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{12d}$, $(CRR)_qS(O)_pR^{12d}$, $(CRR)_rC(O)R^{12b}$, $(CRR)_rNR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}R^{12a}$, $(CRR)_rC(O)NR^{12a}OR^{12d}$, $(CRR)_qSO_2NR^{12a}R^{12a}$, $(CRR)_rC(O)OR^{12d}$, a $(CRR)_r$ - C_{3-10} 25 carbocyclic residue substituted with 0-5 R^{12e} , and a $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

30 R^{12a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3

5 R^{12e}, C₃₋₈ alkenyl substituted with 0-3 R^{12e}, C₃₋₈ alkynyl substituted with 0-3 R^{12e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

10 R^{12b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{12e}, C₂₋₈ alkenyl substituted with 0-3 R^{12e}, C₂₋₈ alkynyl substituted with 0-3 R^{12e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

15 R^{12d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{12e}, C₃₋₆ alkenyl substituted with 0-3 R^{12e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

20 R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,

$(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and
 $(CH_2)_r$ phenyl;

5 R^{12f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

10 R^{14} and R^{14a} are H,

R^{15} is H;

15 R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a} , and C_{3-6} cycloalkyl substituted with 0-3 R^{16a} ;

20 R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, $-NR^{16c}R^{16c}$,
 $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$;

R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

25 R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

n is 1;

25 l is selected from 0 and 1;

m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

30 q, at each occurrence, is selected from 1, 2, 3, or 4;
and

r, at each occurrence, is selected from 0, 1, 2, 3, or 4.

5 2. (PREVIOUSLY PRESENTED) A compound of claim 1, wherein

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, -SO₂-, and -SO₂NH-;

10

X is selected from -NR¹⁷-, -O-, and -CHR¹⁶NR¹⁷-;

R¹ is selected from a C₆-10 aryl group substituted with 0-5 R⁴;

15

R² is selected from a C₆-10 aryl group substituted with 0-5 R⁵;

R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d},

20

(CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a},

(CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d},

(CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀

carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system

25

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c}, C₂₋₆ alkyl

30

substituted with 0-3 R^{3e}, C₃₋₈ alkenyl substituted

with 0-3 R^{3e} , C_{3-8} alkynyl substituted with 0-3 R^{3e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{3e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

5 R^{3b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e} , C_{2-8} alkenyl substituted with 0-3 R^{3e} , C_{2-8} alkynyl substituted with 0-3 R^{3e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{3e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

10 R^{3c} is independently selected from $-C(O)R^{3b}$, $-C(O)OR^{3d}$, $-C(O)NR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

15 20 R^{3d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-6} alkenyl substituted with 0-3 R^{3e} , C_{3-6} alkynyl substituted with 0-3 R^{3e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

25 30 R^{3e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F,

Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{3f}R^{3f}, and (CH₂)_rphenyl;

5 R^{3f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CHR)_rC(O)NR^{3a}R^{3a}, and (CHR)_rC(O)OR^{3d}, and (CH₂)_rphenyl substituted with R^{3e};

R⁴, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{4a}R^{4a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{4d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{4d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}, (CR'R')_rC(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)(CR'R')_rR^{4b}, (CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}, (CR'R')_rOC(O)NR^{4a}R^{4a}, (CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}, (CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}, (CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}, (CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b}, (CR'R')_rS(O)₂NR^{4a}R^{4a}, (CR'R')_rNR^{6f}S(O)₂NR^{6a}R^{6a}, (CR'R')_rNR^{4f}S(O)₂(CR'R')_rR^{4b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl

substituted with 0-3 R', and (CR'R')_rphenyl
substituted with 0-3 R^{4e};

alternatively, two R⁴ on adjacent atoms on R¹ may join
5 to form a cyclic acetal;

R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{4g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
10 with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted
with 0-5 R^{4e}, and a (CH₂)_r-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
15 R^{4e};

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2
20 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted
with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-2
R^{4e};

25 R^{4d}, at each occurrence, is selected from C₃₋₈ alkenyl
substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted
with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted
with 0-3 R^{4e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue
30 substituted with 0-3 R^{4e}, and a (CH₂)_r-5-6

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e};

5 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and (CH₂)_rphenyl;

10

R^{4f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

15 R^{4g} is independently selected from -C(O)R^{4b}, -C(O)OR^{4d}, -C(O)NR^{4f}R^{4f}, and (CH₂)_rphenyl;

R⁵, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CR'R')_rNR^{5a}R^{5a}, (CR'R')_rOH, (CR'R')_rO(CR'R')_rR^{5d}, (CR'R')_rSH, (CR'R')_rC(O)H, (CR'R')_rS(CR'R')_rR^{5d}, (CR'R')_rC(O)OH, (CR'R')_rC(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5b}, (CR'R')_rC(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)(CR'R')_rR^{5b}, CR'R')_rNR^{5f}C(O)O(CR'R')_rR^{5d}, (CR'R')_rOC(O)NR^{5a}R^{5a}, (CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}, (CR'R')_rC(=NR^{5f})NR^{5a}R^{5a}, (CR'R')_rNHC(=NR^{5f})NR^{5f}R^{5f}, (CR'R')_rS(O)_p(CR'R')_rR^{5b}, (CR'R')_rS(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5a}S(O)₂NR^{5a}R^{5a}, (CR'R')_rNR^{5f}S(O)₂(CR'R')_rR^{5b}, C₁₋₆ haloalkyl, C₂₋₈

alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CR'R')_rphenyl substituted with 0-3 R^{5e};

5 alternatively, two R⁵ on adjacent atoms on R² may join to form a cyclic acetal;

R^{5a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e};

R^{5d}, at each occurrence, is independently selected from C₃₋₈ alkenyl substituted with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{5e}, a (CH₂)_r-C₃₋₁₀

carbocyclic residue substituted with 0-3 R^{5e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{5e};

5

R^{5e}, at each occurrence, is selected from C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅
alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{5f}R^{5f}, and
(CH₂)_rphenyl;

10

R^{5f}, at each occurrence, is selected from H, C₁₋₅
alkyl, and C₃₋₆ cycloalkyl, and phenyl;

15

R^{5g} is independently selected from -C(O)R^{5b}, -C(O)OR^{5d},
-C(O)NR^{5f}R^{5f}, and (CH₂)_rphenyl;

20

R', at each occurrence, is selected from H, C₁₋₆ alkyl,
C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl,
and (CH₂)_rphenyl substituted with R^{5e};

25

R⁶, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d},
(CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_rNR^{6a}R^{6a},
(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d},
(CRR)SO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{6e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{6e};

30

R^{6a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₈ alkenyl substituted with 0-3 R^{6e}, C₃₋₈ alkynyl substituted with 0-3 R^{6e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

10

R^{6b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{6e}, C₂₋₈ alkenyl substituted with 0-3 R^{6e}, C₂₋₈ alkynyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

15

R^{6d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

25

R^{6e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆

cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

5 R^{6f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R^{6g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{6d}, (CHR)_qS(O)_pR^{6d}, (CHR)_rC(O)R^{6b}, (CHR)_qNR^{6a}R^{6a}, (10) (CHR)_rC(O)NR^{6a}R^{6a}, (CHR)_rC(O)NR^{6a}OR^{6d}, (CHR)_qSO₂NR^{6a}R^{6a}, (CHR)_rC(O)OR^{6d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{6e};

15 R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{7d}, (CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d}, (CRR)_qSO₂NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and 20 a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

25 R^{7a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₈ alkenyl substituted with 0-3 R^{7e}, C₃₋₈ alkynyl substituted with 0-3 R^{7e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic

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system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

5 R^{7b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{7e}, C₂₋₈ alkenyl substituted with 0-3 R^{7e}, C₂₋₈ alkynyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

15 R^{7d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, C₃₋₆ alkenyl substituted with 0-3 R^{7e}, C₃₋₆ alkynyl substituted with 0-3 R^{7e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};
20

25 R^{7e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

30 R^{7f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{8d}, (CRR)_rS(O)_pR^{8d}, (CRR)_rC(O)R^{8b}, (CRR)_rNR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}R^{8a}, (CRR)_rC(O)NR^{8a}OR^{8d}, (CRR)_rSO₂NR^{8a}R^{8a}, (CRR)_rC(O)OR^{8d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

10

R^{8a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{8e}, C₃₋₈ alkenyl substituted with 0-3 R^{8e}, C₃₋₈ alkynyl substituted with 0-3 R^{8e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

15

R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

25

R^{8d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3

30

R^{8e}, C₃₋₆ alkenyl substituted with 0-3 R^{8e}, C₃₋₆ alkynyl substituted with 0-3 R^{8e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

5 R^{8e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{8f}R^{8f}, and (CH₂)_rphenyl;

10 R^{8f}, at each occurrence, is independently selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

15 R^{8g} is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{8d}, (CHR)_qS(O)_pR^{8d}, (CHR)_rC(O)R^{8b}, (CHR)_qNR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}R^{8a}, (CHR)_rC(O)NR^{8a}OR^{8d}, (CHR)_qSO₂NR^{8a}R^{8a}, (CHR)_rC(O)OR^{8d}, and a (CHR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{8e};

20 R⁹ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{9d}, (CRR)_rS(O)_pR^{9d}, (CRR)_rC(O)R^{9b}, (CRR)_rNR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}R^{9a}, (CRR)_rC(O)NR^{9a}OR^{9d}, (CRR)_rSO₂NR^{9a}R^{9a}, (CRR)_rC(O)OR^{9d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CRR)_r-5-10 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

5 R^{9a}, at each occurrence, is independently selected from H, methyl, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₈ alkenyl substituted with 0-3 R^{9e}, C₃₋₈ alkynyl substituted with 0-3 R^{9e}, (CH₂)_rC₃₋₆ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{9e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

10 R^{9b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{9e}, C₂₋₈ alkenyl substituted with 0-3 R^{9e}, C₂₋₈ alkynyl substituted with 0-3 R^{9e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

15 R^{9d}, at each occurrence, is independently selected from H, methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{9e}, C₃₋₆ alkenyl substituted with 0-3 R^{9e}, C₃₋₆ alkynyl substituted with 0-3 R^{9e}, a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{9e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e};

20

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R^{9e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, 5 $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_rphenyl$;

R^{9f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

10 R^{10} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(O)_pR^{10d}$, $(CRR)_rC(O)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}R^{10a}$, $(CRR)_rC(O)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(O)OR^{10d}$, a $(CRR)_r-C_{3-10}$ 15 carbocyclic residue substituted with 0-5 R^{10e} , and a $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

20 R^{10a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-8} alkenyl substituted with 0-3 R^{10e} , C_{3-8} alkynyl substituted with 0-3 R^{10e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue 25 substituted with 0-5 R^{10e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e} , C_{2-8} alkenyl substituted with 0-3 R^{10e} , C_{2-8} alkynyl substituted with 0-3 R^{10e} , a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{10e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

10 R^{10d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-6} alkenyl substituted with 0-3 R^{10e} , C_{3-6} alkynyl substituted with 0-3 R^{10e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

20 R^{10e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_rphenyl$;

25 R^{10f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

30 R^{10g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{10d}$, $(CHR)_qS(O)_pR^{10d}$, $(CHR)_rC(O)R^{10b}$, $(CHR)_qNR^{10a}R^{10a}$,

(CHR)_r $\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a}$, (CHR)_r $\text{C}(\text{O})\text{NR}^{10a}\text{OR}^{10d}$,
(CHR)_q $\text{SO}_2\text{NR}^{10a}\text{R}^{10a}$, (CHR)_r $\text{C}(\text{O})\text{OR}^{10d}$, and a (CHR)_r-
C₃₋₁₀ carbocyclic residue substituted with 0-5
R^{10e};

5

R¹¹, is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{11d},
(CRR)_rS(O)_pR^{11d}, (CRR)_rC(O)R^{11b}, (CRR)_rNR^{11a}R^{11a},
(CRR)_rC(O)NR^{11a}R^{11a}, (CRR)_rC(O)NR^{11a}OR^{11d},
10 (CRR)_rSO₂NR^{11a}R^{11a}, (CRR)_rC(O)OR^{11d}, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^{11e}, and
a (CRR)_r-5-10 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

15

R^{11a}, at each occurrence, is independently selected
from H, methyl, C₂₋₆ alkyl substituted with 0-3
R^{11e}, C₃₋₈ alkenyl substituted with 0-3 R^{11e}, C₃₋₈
alkynyl substituted with 0-3 R^{11e}, (CH_2)_rC₃₋₆
20 cycloalkyl, a (CH_2)_r-C₃₋₁₀ carbocyclic residue
substituted with 0-5 R^{11e}, and a (CH_2)_r-5-10
membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R^{11e};

25

R^{11b}, at each occurrence, is independently selected
from C₁₋₆ alkyl substituted with 0-3 R^{11e}, C₂₋₈
alkenyl substituted with 0-3 R^{11e}, C₂₋₈ alkynyl
substituted with 0-3 R^{11e}, a (CH_2)_r-C₃₋₆

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carbocyclic residue substituted with 0-2 R^{11e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

5

R^{11d}, at each occurrence, is independently selected
from H, methyl, -CF₃, C₂₋₆ alkyl substituted with
0-3 R^{11e}, C₃₋₆ alkenyl substituted with 0-3 R^{11e},
C₃₋₆ alkynyl substituted with 0-3 R^{11e}, a C₃₋₁₀

10

carbocyclic residue substituted with 0-3 R^{11e}, and
a (CH₂)_r-5-6 membered heterocyclic system
containing 1-4 heteroatoms selected from N, O, and
S, substituted with 0-3 R^{11e};

15

R^{11e}, at each occurrence, is independently selected
from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆
cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃,
(CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{11f}R^{11f}, and
20 (CH₂)_rphenyl;

R^{11f}, at each occurrence, is independently selected
from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

25

R¹² is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆
alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},
(CRR)_qS(O)_pR^{12d}, (CRR)_rC(O)R^{12b}, (CRR)_rNR^{12a}R^{12a},
(CRR)_rC(O)NR^{12a}R^{12a}, (CRR)_rC(O)NR^{12a}OR^{12d},
(CRR)_qSO₂NR^{12a}R^{12a}, (CRR)_rC(O)OR^{12d}, a (CRR)_r-C₃₋₁₀
30 carbocyclic residue substituted with 0-5 R^{12e}, and

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a $(\text{CRR})_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

5 R^{12a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-8} alkenyl substituted with 0-3 R^{12e} , C_{3-8} alkynyl substituted with 0-3 R^{12e} , $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, a $(\text{CH}_2)_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-5 R^{12e} , and a $(\text{CH}_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

10 15 R^{12b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e} , C_{2-8} alkenyl substituted with 0-3 R^{12e} , C_{2-8} alkynyl substituted with 0-3 R^{12e} , a $(\text{CH}_2)_r\text{-C}_{3-6}$ carbocyclic residue substituted with 0-2 R^{12e} , and a $(\text{CH}_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

20 25 R^{12d} , at each occurrence, is independently selected from H, methyl, $-\text{CF}_3$, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-6} alkenyl substituted with 0-3 R^{12e} , C_{3-6} alkynyl substituted with 0-3 R^{12e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e} , and a $(\text{CH}_2)_r$ -5-6 membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e};

5 R^{12e}, at each occurrence, is independently selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, -O-C₁₋₆ alkyl, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{12f}R^{12f}, and (CH₂)_rphenyl;

10 R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R¹⁴ and R^{14a} are H,

15 R¹⁵ is H;

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-3 R^{16a}, and C₃₋₆ cycloalkyl substituted with 0-3 R^{16a};

20 R^{16a} is selected from C₁₋₄ alkyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R^{16c} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl;

25

R¹⁷ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

n is 1;

30 l is selected from 0 and 1;

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m is selected from 0 and 1;

p, at each occurrence, is selected from 0, 1, or 2;

5

q, at each occurrence, is selected from 1, 2, 3, or 4;

and

r, at each occurrence, is selected from 0, 1, 2, 3, or

10 4.

3. (CANCELLED)

4. (PREVIOUSLY PRESENTED) The compound of claim 2,

15 wherein:

R¹⁶ is selected from H, C₁₋₄ alkyl substituted with 0-1

R^{16a}, wherein the alkyl is selected from methyl,

ethyl, propyl, i-propyl, butyl, i-butyl, and

20 s-butyl, and C₃₋₄ cycloalkyl substituted with 0-3

R^{16a} wherein the cycloalkyl is selected from

cyclopropyl and cyclobutyl;

R^{16a} is selected from methyl, ethyl, propyl, i-propyl,

25 -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and

-NHC(O)R^{16c}; and

R¹⁷ is selected from H, methyl, ethyl, propyl, and

i-propyl.

30

5. (ORIGINAL) The compound of claim 4, wherein:

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R⁹ and R¹¹ are H; and

R⁸ and R¹⁰ are independently selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

5 6. (PREVIOUSLY PRESENTED) The compound of claim 5,
10 wherein:

15 R³ is selected from (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the 20 heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, 25 isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and 30 pyrimidinyl;

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R⁶ is selected from H, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{6d}, (CRR)_qS(O)_pR^{6d}, (CRR)_rC(O)R^{6b}, (CRR)_qNR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rC(O)NR^{6a}OR^{6d}, (CRR)_qSO₂NR^{6a}R^{6a}, (CRR)_rC(O)OR^{6d}, a (CRR)_r-C₆₋₁₀ carbocyclic residue substituted with 0-5 R^{6e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R^{6e} wherein the heterocyclic system is selected from pyridinyl, 10 thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, 15 piperidinyl, pyrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

20

R⁷ is H;R¹² is selected from H, methyl, ethyl, and propyl;

25

7. (PREVIOUSLY PRESENTED) The compound of claim 6, wherein:

R¹ is selected from phenyl substituted with 0-3 R⁴;

30

R² is selected from phenyl substituted with 0-3 R⁵.

8. (PREVIOUSLY PRESENTED) The compound of claim 7,
wherein:

X is $-\text{CHR}^{16}\text{NR}^{17}-$;

5

R^4 , at each occurrence, is selected from C_{1-8} alkyl,
 C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CR}'\text{R}')_r\text{C}_{3-6}$
 cycloalkyl , Cl, Br, I, F, NO_2 , CN, $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{R}^{4a}$,
 $(\text{CR}'\text{R}')_r\text{OH}$, $(\text{CR}'\text{R}')_r\text{OR}^{4d}$, $(\text{CR}'\text{R}')_r\text{SH}$, $(\text{CR}'\text{R}')_r\text{SR}^{4d}$,
10 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{OH}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C}(\text{O})\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{OR}^{4d}$, $(\text{CR}'\text{R}')_r\text{OC}(\text{O})\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{C}(\text{O})\text{OR}^{4d}$, $(\text{CR}'\text{R}')_r\text{OC}(\text{O})\text{NR}^{4a}\text{R}^{4a}$,
15 $(\text{CR}'\text{R}')_r\text{NR}^{4a}\text{C}(\text{O})\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{S}(\text{O})_p\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{O})_2\text{NR}^{4a}\text{R}^{4a}$, $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S}(\text{O})_2\text{R}^{4b}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{4f}\text{S}(\text{O})_2\text{NR}^{4a}\text{R}^{4a}$, C_{1-6} haloalkyl, and
 $(\text{CR}'\text{R}')_r$ phenyl substituted with 0-3 R^{4e} ;

alternatively, two R^4 on adjacent atoms join to form

20

$-\text{O}-(\text{CH}_2)-\text{O}-$;

R^{4a} , at each occurrence, is independently selected from
H, methyl, ethyl, propyl, i-propyl, butyl, s-
butyl, i-butyl, t-butyl, pentyl, hexyl, allyl,
25 propargyl, and a $(\text{CH}_2)_r\text{C}_{3-6}$ carbocyclic residue
selected from cyclopropyl, cyclobutyl, cyclopentyl
and cyclohexyl;

R^{4b} , at each occurrence, is selected from methyl,
30 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl,

AMENDMENTS TO THE CLAIMS

t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{4e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, 5 benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and 10 pyrimidinyl;

15

R^{4d}, at each occurrence, is selected from H, methyl, 20 CF₃, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

25 R^{4e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4f}R^{4f}, and 30 (CH₂)_rphenyl;

AMENDMENTS TO THE CLAIMS

R^{4f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

5 R^5 , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, $(CR'R')_rC_3-6$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rOR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$,

10 $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$, $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$, $(CR'R')_rNR^{5f}C(O)OR^{5d}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)O(CR'R')_rR^{5d}$, $(CR'R')_rS(O)_pR^{5b}$, $(CR'R')_rS(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}S(O)_2R^{5b}$, C_1-6 haloalkyl, and $(CHR')_r$ phenyl substituted with 0-3 R^{5e} ;

20 alternatively, two R^5 on adjacent atoms join to form
 $-O-(CH_2)-O-$;

R^{5a} , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r-C_3-10$ carbocyclic residue substituted with 0-1 R^{5e} , wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

AMENDMENTS TO THE CLAIMS

R^{5b} , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r-C_3-6$ carbocyclic residue selected from

5 cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

10 R^{5d} , at each occurrence, is selected from H, methyl, CF_3 , ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CH_2)_r-C_3-6$ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

15 R^{5e} , at each occurrence, is selected from C_1-6 alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_3-6$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_1-5$ alkyl, OH, SH, $(CH_2)_rSC_1-5$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_rphenyl$; and

AMENDMENTS TO THE CLAIMS

R^{5f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

5

9. (ORIGINAL) The compound of claim 8, wherein:

R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3 ,

10 CF_2CF_3 , CF_2H , OCF_3 , Cl, Br, I, F, SCF_3 , $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R^{12} is selected from H and methyl.

15 10. (PREVIOUSLY PRESENTED) A compound of claim 9, wherein:

Z is $-C(O)-$;

20 X is $-CHR^{16}NR^{17}-$;

R^1 is selected from phenyl substituted with 0-3 R^4 ;

R^2 is phenyl substituted with 0-2 R^5 ;

25

R^3 is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)_rC(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and (CH_2) -phenyl;

30 R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,

AMENDMENTS TO THE CLAIMS

CH_2CF_3 , $\text{C}(\text{CH}_3)\text{CH}_2\text{CH}_2\text{OH}$, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;

5 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;

R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

10

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

15 R^4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH_3 , OCF_3 , SCH_3 , SO_2CH_3 , Cl, F, Br, CN;

alternatively, two R^4 join to form $-\text{O}-(\text{CH}_2)-\text{O}-$;

20

R^6 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, $\text{C}(\text{O})\text{OCH}_3$, $\text{C}(\text{O})\text{NHCH}_2\text{CH}_3$;

R^7 , R^9 , and R^{11} are H;

25

R^8 is H;

R^{10} is selected from H and methyl;

30 R^{16} is selected from H and methyl;

R^{17} is selected from H and methyl;

m is 0 or 1;

5 l is 0 or 1

r is 0 or 1; and

q is 1.

10

11. (CANCELLED)

12. (CANCELLED)

15 13. (CANCELLED)

14. (PREVIOUSLY PRESENTED) The compound of claim 1,
wherein the compound is selected from:

20 Methyl (2S)-3-[(2,4-dimethylphenyl)methyl]amino]-2-[
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

25 Methyl (2R)-3-[(2,4-dimethylphenyl)methyl]amino]-2-[
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

30 (2S)-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoic acid;

AMENDMENTS TO THE CLAIMS

(2S)-N-Methyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2S)-N-Benzyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2S)-N-Isopropyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-
2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 (2S)-N-tert-Butyl-3-[[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2S)-N-Cyclopropyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2S)-N-Cyclobutyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-Phenyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20 (2S)-N,N-Dimethyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

25 (2S)-N-Methyl,N-methoxy-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 Methyl (2S)-3-[(4-chlorophenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

(2S)-3-[(4-chlorophenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2S)-N-Ethyl-3-[(4-chlorophenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

10 Methyl (2S)-3-[(1S/R)-1-(4-chlorophenyl)ethyl]amino]-
2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

15 Methyl (2S)-3-[(1S/R)-1-(2,4-
dimethylphenyl)ethyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

20 Methyl (2S)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

25 Methyl (2S)-3-[(4-bromophenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanoate;

30 Methyl (2S)-2-[[[[2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[(2,4-dimethylphenyl)methyl]amino]-propanoate;

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Methyl (2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanoate;

5 (2*S*)-2-[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 *N*-[2-[[[(1*S*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*S/R*)-1-[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25 *tert*-Butyl (3*R*)-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

30 *N*-[2-[[[(1*R*)-2-[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-2-[[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-3-[(4-bromo, 2-
methylphenyl)methyl]amino]-2-[[[[2-[[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-tert-Butyl-2-[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(4-bromo, 2-methylphenyl)methyl]amino]-
propanamide;

20 N-[2-[[(1S, 2S)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(methyl)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

25 N-[2-[[(1S, 2R)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(methyl)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

30 N-[2-[[(1S, 2S)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(phenyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N- [2- [[[(1*S*, 2*R*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(phenyl)ethyl]amino]-2-oxoethyl]-3-
5 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
10 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*R*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
(phenyl)propyl]amino]-2-oxoethyl]-3-
15 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-3-
20 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*R*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-3-
25 (trifluoromethyl)benzamide;

N- [2- [[[(1*S*, 2*S*) -1- [[[(2, 4-
dimethylphenyl)methyl]amino]methyl]- 2-
(hydroxy)butyl]amino]-2-oxoethyl]-3-
30 (trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

5
N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)butyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

10
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)butyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

15
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

20
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

25
N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

30
N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

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N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-
2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-
10 (trifluoromethyl)benzamide;

15 N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-
2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide:

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
 dimethylphenyl)methyl]amino]methyl]-2-
 (hydroxy)pentyl]amino]-2-oxoethyl]-3-
 (trifluoromethyl)benzamide;
 20

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxypentyl)amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide.

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-
30 dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide:

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N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

5 (trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

10

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

15

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

20

N- [2- [[(1*S*, 2*R*) -1- [[[(2,4-
 dimethylphenyl)methyl]amino]methyl] -2-
 (hydroxy)pentyl]amino] -2-oxoethyl] -3-amino-5-
 (trifluoromethyl)benzamide;

25

$N-[2-[(1S, 2S)-1-[([(2,4-$
 $\text{dimethylphenyl)methyl]amino]methyl]-2-$
 $(\text{hydroxy)pentyl]amino]-2\text{-oxoethyl}]-2-$
 $[(\text{ethylamino)carbonyl]amino}-5-$
 $(\text{trifluoromethyl)benzamide;}$

30

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N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(ethylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
pyrrolidinylcarbonyl)amino]-5-
(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
azetidinylcarbonyl)amino]-5-
(trifluoromethyl)benzamide;

$$N-[2-[(1S, 2S)-1-[(2,4-$$

dimethylphenyl)methyl]amino)methyl]-2-

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(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[(methylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

5 N-[2-[[(1S, 2R)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-
mopholinylcarbonyl)]amino]-5-
(trifluoromethyl)benzamide;

10 15 N-[2-[[(1S, 2R)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
piperazinylcarbonyl)]amino]-5-
(trifluoromethyl)benzamide;

20 N-[2-[[(1S, 2S)-1-[[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

25 N-[2-[[(1S, 2S)-1-[[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

30 N-[2-[[(1S, 2S)-1-[[[(4-
ethylphenyl)methyl]amino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

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5 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

20 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(*tert*-butyl)amino-5-(trifluoromethyl)benzamide;

25 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

30 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

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N-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(methoxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

10 *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-
dimethylphenyl)methyl]amino]methyl]-2-
(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

$N-[2-[(S)-1-[(2,4-$
 $\text{dimethylphenyl)methyl]amino]methyl]-2\text{-hydroxy-2-}$
 $(\text{methyl)propyl]amino}-2\text{-oxoethyl}.2\text{-[(1,1-}$
 $\text{dimethylethoxy)carbonyl]amino]-5\text{-}$
 $(\text{trifluoromethyl)benzamide;}$

20 N-[2-[[[(S)-1-[[[(2,4-
dimethylphenyl)methyl]amino)methyl]-2-hydroxy-2-
(methyl)propyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

25 N-[2-[[[(S)-1-[[[(2,4-
dimethylphenyl)methyl]amino)methyl]-2-hydroxy-2-
(ethyl)butyl]amino]-2-oxoethyl]-2-[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

30 $N-[2-[(S)-1-[([(2,4-$
 $\text{dimethylphenyl)methyl]amino)methyl]-2\text{-hydroxy-2-}$

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(ethyl)butyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

5 N-[2-[[[(S)-1-[[[(2,4-

dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(propyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-

(trifluoromethyl)benzamide;

10 10 N-[2-[[[(S)-1-[[[(2,4-

dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
(propyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
(trifluoromethyl)benzamide;

15 15 N-[2-[[[(S)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-
(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-
[[[(1,1-dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzamide;

20 20 N-[2-[[[(S)-1-[[[(S)-2-[[[(2,4-

dimethylphenyl)methyl]amino]-1-
(hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-
amino-5-(trifluoromethyl)benzamide;

25 25 (2S)-N-tert-Butyl-3-[[[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethoxy)benzoyl]amino]acetyl]amino]-
propanamide;

30 30 (2S)-N-tert-Butyl-3-[[[(2,4-

dimethylphenyl)methyl]amino]-2-[[[[3-

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(difluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5 (2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethylthio)benzoyl]amino]acetyl]amino]-
propanamide;

10 (2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(pentafluoroethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-*N*-*tert*-Butyl-2-[[[[2-amino-5-
(trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-
[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S)-*N*-*tert*-Butyl-2-[[[[2-amino-5-
(methyl)benzoyl]amino]acetyl]amino]-3-[(2,4-
dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-ethylamino-
5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

30 (2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-propylamino-
5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

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(2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-
isobutylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-*N*-*tert*-Butyl-2-[[[2-butylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

10

(2S)-*N*-*tert*-Butyl-2-[[[2-cyclohexylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[2,4-dimethylphenyl)methyl]amino]-propanamide;

15

(2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-
isopropylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

20

(2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-(*tert*-
butyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
25 propanamide;

(2S)-*N*-*tert*-Butyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[2-
(methylaminocarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
30 propanamide;

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(2S)-*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-
(isopropoxycarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-*N*-*tert*-Butyl-3-[[(2,4-
dimethylphenyl)methyl]amino]- 2-[[[[2-
(isopropylaminocarbonyl)amino-5-
10 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-*N*-*tert*-Butyl-2-[[[[2-(cyclohexylcarbonyl)amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
15 [[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-*N*-*tert*-Butyl-2-[[[[2-benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
20 [[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-*N*-*tert*-Butyl-2-[[[[2-(para-chloro)benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-*N*-*tert*-Butyl-2-[[[[2-[(beta-naphthyl)methyl]amino-
5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

30 (2S)-*N*-*tert*-Butyl-2-[[[[2-(meta-methyl)benzylamino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

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(2S)-N-tert-Butyl-2-[[[2-(para-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[2-(ortho-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-3-[(2,4-
10 dimethylphenyl)methyl]amino]-2-[[[2-(para-
trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

15 (2S)-N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

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(2S)-N-tert-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2-methyl-4-bromophenyl)methyl]amino]-propanamide;

(2S)-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(4-bromophenyl)methyl]amino]-propanamide;

30 (2S)-N-tert-Butyl-3-[(4-methylphenyl)methyl]amino]-2-[[[3-

AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Butyl-3-[[(4-bromophenyl)methyl]amino]-2-

5 [[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

(2S)-N-tert-Butyl-3-[[(4-bromo-2-

10 methylphenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

(2S)-N-tert-Butyl-3-[[(4-methoxyphenyl)methyl]amino]-2-

15 [[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

(2S)-N-tert-Butyl-3-[[(4-methoxy-2-

20 methylphenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

(2S)-N-tert-Butyl-3-[[(2,3-dimethyl-4-methoxy-

25 phenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

(2S)-N-tert-Butyl-3-[[(4-cyano-2-

30 methylphenyl)methyl]amino]-2-[[[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

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(2S)-N-tert-Butyl-3-[[[(4-ethylphenyl)methyl]amino]-2-
[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

5

(2S)-N-tert-Butyl-3-[(2-methyl-4-vinylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

·10

(2S)-N-tert-Butyl-3-[(4-ethyl-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2S)-N-tert-Butyl-3-[(4-isopropylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]propanamide;

20

(2S)-N-tert-Butyl-3-[[[(4-butylophenyl)methyl]amino]-2-
 [[[3-
 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
 propanamide;

25

(2*S*)-*N*-*tert*-Butyl-3-[(4-dimethylaminophenyl)methyl]amino]-2-[(3-(trifluoromethyl)benzoyl)amino]acetyl]amino]-propanamide;

30

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(2S)-*N*-*tert*-Butyl-3-[[(4-dimethylamino-2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2S)-*N*-*tert*-Butyl-3-[[(4-methylthiophenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

(2S)-*N*-*tert*-Butyl-3-[[(4-methylsulfonylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2S)-*N*-*tert*-Butyl-3-[[(4-trifluoromethoxyphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20

(2S)-*N*-*tert*-Butyl-3-[[(3-amino-4-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

(2S)-*N*-*tert*-Butyl-3-[[(2-methylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2S)-*N*-*tert*-Butyl-3-[[(2-ethylphenyl)methyl]amino]-2-[[[[3-

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(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2R)-N-Ethyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-

5 [[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2R)-N-tert-Butyl-3-[(2,4-

10 dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2R)-N-[(2-methyl)hydroxyprop-2-yl]-3-[(2,4-

15 dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-tert-Amyl-3-[(2,4-dimethylphenyl)methyl]amino]-

20 2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-[(2-methyl)hydroxyprop-2-yl]-3-[(2,4-

25 dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-[(1-methyl)cycloprop-1-yl]-3-[(2,4-

30 dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

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(2S)-N-Cyclopentyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
5 propanamide;

(2S)-N-Cyclohexyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
10 propanamide;

(2S)-N-(β , β , β -Trifluoroethyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
15 propanamide;

(2S)-N-Allyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-
20 [[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide;

(2S)-N-Cyclopropylmethyl-3-[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
25 propanamide;

N-[2-[(2S)-3-[(2,4-dimethylphenyl)methyl]amino]-1-
(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;

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N-[2-[[*(2S)*-3-[(*2,4-dimethylphenyl)methyl]amino]-1-(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;*

5 *N*-[2-[[*(2S)*-3-[(*2,4-dimethylphenyl)methyl]amino]-1-(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;*

10 *(2S)*-*N*-Isobutyl-3-[(*2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;*

15 *(2S)*-*N*-sec-Butyl-3-[(*2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;*

20 *(2S)*-*N*-tert-Butyl-4-[(*2,4-dimethylphenyl)methyl]amino]-3-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;*

25 *(2S,3R)*-*N*-Ethyl-3-[(*2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;*

30 *(2S,3R)*-*N*-Ethyl-3-[(*4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;*

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Methyl (2R)-2-[(2,4-dimethylphenyl)methyl]amino]-3-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

5 propanoate;

(2R)-N-Ethyl-2-[(2,4-dimethylphenyl)methyl]amino]-3-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

10 propanamide;

Methyl (2S)-4-[(2,4-dimethylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

15 butanoate;

(2S)-4-[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

butanamide;

20

(2S)-N-Ethyl-4-[(2,4-dimethylphenyl)methyl]amino]-2-

[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

butanamide;

25

(2S)-N-Ethyl-4-[(2,4-

dimethylphenyl)methyl]methylamino]-2-[[[[3-

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

butanamide;

30

(2S)-N-tert-Butyl-2-[[[[2-[(1,1-

dimethylethoxy)carbonyl]amino]-5-

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(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

5 (2S)-N-tert-Butyl-2-[[[[2-[[[(1,1-
dimethylethoxy)carbonyl]amino]-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[(2,4-dimethylphenyl)methyl]methylamino]-
butanamide;

10 (2S)-N-tert-Butyl-2-[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

15 (2S)-N-tert-Butyl-2-[[[[2-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[(2,4-dimethylphenyl)methyl]methylamino]-
butanamide;

20 (2S)-N-tert-Butyl-2-[[[[3-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

25 (2S)-N-tert-Butyl-2-[[[[3-amino-5-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
[[(4-ethylphenyl)methyl]amino]-butanamide;

30 (2S)-N-tert-Butyl-4-[[(2,4-
dimethylphenyl)methyl]amino]-2-[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

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(2S)-N-tert-Butyl-4-[[[(4-ethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
butanamide;

5

(2S)-N-Ethyl-5-[[[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[3-
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
pentanamide;

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N-[2-[[[(1S, 2S/R)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
hydroxy-3-(methylbutyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

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N-[2-[[[(1S, 2S)-1-[[[(2,4-
dimethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
20 (trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-
dimethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
25 (trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(4-
ethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
[[[(isopropylamino) carbonyl]amino]-5-
30 (trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[[(1S, 2S)-1-[[[(4-
ethylphenyl)methyl]isopropylamino]methyl]-2-
(hydroxy)pentyl]amino]-2-oxoethyl]-2-
5 [[(isopropylamino) carbonyl]amino]-5-
(trifluoromethyl)benzamide;

(2S)-N-tert-Butyl-3-[(2,4-
dimethylphenyl)methyl]methylamino]-2-[[[[3-
10 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
propanamide; and

(2S)-N-Ethyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-
[[[[2-amino-5-
15 (trifluoromethyl)benzoyl]amino]acetyl] amino]-2-
methyl-propanamide.

20 15. (ORIGINAL) A pharmaceutical composition,
comprising a pharmaceutically acceptable carrier and a
therapeutically effective amount of a compound of claim
1.

25 16. (CANCELLED)

17. (CANCELLED)

30 18. (PREVIOUSLY PRESENTED) A method for
antagonizing MCP-1 activity comprising administering to
a patient in need thereof a therapeutically effective
amount of a compound of claim 1.

19. (CANCELLED)

AMENDMENTS TO THE CLAIMS

20. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 19, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, 10 atherosclerosis, and rheumatoid arthritis.

21. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, 15 glomerularnephritis, asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

22. (PREVIOUSLY PRESENTED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, 20 atherosclerosis, and rheumatoid arthritis.

23. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a 25 patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a 30 patient in need thereof a therapeutically effective amount of a compound of claim 1.

AMENDMENTS TO THE CLAIMS

25. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a 5 compound of claim 1.

26. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a 10 compound of claim 1.

27. (CANCELLED)

28. (PREVIOUSLY PRESENTED) A method for 15 antagonizing CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

29. (PREVIOUSLY PRESENTED) A method for treating 20 disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10; said disorders being selected from asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

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30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a

AMENDMENTS TO THE CLAIMS

patient in need thereof a therapeutically effective amount of a compound of claim 10.

32. (PREVIOUSLY PRESENTED) A method for treating 5 atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

33. (PREVIOUSLY PRESENTED) A method for treating 10 asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

34. (CANCELLED)

15 35. (PREVIOUSLY PRESENTED) A method for antagonizing CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.